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UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

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| In re: HORIZON RIDGE MEDICAL & CORPORATE CENTER, L.L.C., Debtor. | Case No.: BK-S-12-13906-LBR Chapter 11 |
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**DECLARATION OF DR. RICK ABELSON IN SUPPORT OF THE MOTION TO
AMEND OR VACATE ORDERS AND TO REOPEN EVIDENCE PURSUANT TO
FED. R. BANKR. P. 9023 AND 9024**

I, Rick Abelson, hereby declare as follows:

1. I am over the age of 18 and am mentally competent. I have personal knowledge of the facts in this matter and if called upon to testify, could and would do so. I make this declaration in support of the *Motion to Amend or Vacate Orders and Reopen Evidence Pursuant to Fed. R. Bankr. P. 9023 and 9024* (the "Motion").¹

2. I am Debtor's manager and designated representative. Except as otherwise indicated, all of the facts set forth in this Declaration are based upon my personal knowledge of Debtor's operations and finances, information learned from my review of relevant documents and information supplied to me by other members of Debtor's management and Debtor's business and legal advisors. If called upon to testify as to the content of this Declaration, I could and would do so.

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¹ All capitalized, undefined terms shall have the meanings ascribed to them in the Motion.

3. On December 21, 2013, United HealthCare Services, Inc. (“United HealthCare”) executed a lease for Suite 105 for a 5-year term, with two 3-year options to extend (the “United Lease”). A true and correct copy of the United Lease has been filed under seal as **Exhibit “1.”**

4. Not only is the United Lease an important lease as Suite 105 is the largest suite, being 3,278 rentable square feet, United HealthCare is a very strong tenant, being one of the largest national health care companies, and undeniably having the financial wherewithal to meet its lease obligations over the 5-year term. Having United HealthCare’s doctors at the Medical Center will also continue to elevate the status of the Medical Center, both encouraging the retention of current tenants at higher lease rates upon renewal and attracting new tenants.

5. On December 4, 2013, Debtor also executed a new lease with Kato Las Vegas Inc. dba Salon Fontana (“Salon Fontana”) for Suite 102 for a 5-year lease commencing on February 1, 2014 with one 3-year option to extend (the “Salon Lease”). A true and correct copy of the Salon Lease has been filed under seal herewith as **Exhibit “2.”**

6. Salon Triage, whose lease was set to terminate in April 2014, is affiliated with Salon Fontana. Salon Fontana has decided to move its operations from the Green Valley Sports Club to the Medical Center and has executed the Salon Lease for a 5-year term. Thus, there will be no period of vacancy for Suite 102 and, as the Salon Lease is also guaranteed by three separate people, there is ensured performance under the Salon Lease for the full term of the lease.

7. The following chart sets forth Debtor’s tenants as of the Confirmation Hearing, the approximate length of their tenancy as of the Confirmation Hearing, the current lease expirations, and Debtor’s tenants as of the filing of this Declaration.

| <i>Suite No.</i> | <i>Sq. Ft.</i> | <i>Tenants as of the Conf. Hearing</i> | <i>Approximate Length of Tenancy as of the Confirmation Hearing</i> | <i>Tenants as of the Filing of the Motion</i> |
|------------------|----------------|---|---|--|
| 100 | 2,815 | VIP Medical Clinic & Wellness (Dr. Lee) | 12 years (Current lease expiration is 4/30/15) | VIP Medical Clinic & Wellness (Dr. Lee) |
| 101 | 2,448 | VIP Medical Clinic & Wellness (Dr. Lee) | 12 years (Current lease expiration is 4/30/15) | VIP Medical Clinic & Wellness (Dr. Lee) |
| 102 | 1,295 | Salon Triage | 7 years | Salon Fontana (5-year lease through 1/31/19 with 1 3-year option to extend) |
| 103 | 2,964 | Madame et Monsieur | 6 years (Current lease expiration is 10/31/15) | Madame et Monsieur |

| | | | | |
|--------------|-------|---|---|---|
| 104 | 1,294 | Jaget, Ltd. (Chiropractic Group) | 2 years (3-year lease with 1 3-year extension, current lease expiration is 12/31/14) | Jaget, Ltd. (Chiropractic Group) |
| 105 | 3,278 | Vacant | | United HealthCare Services (5-year lease with 2 3-year options to extend) |
| 200 | 2,500 | Dr. Srinivas Vuthoori | 12 years (Current lease expiration is 7/31/14) | Dr. Srinivas Vuthoori |
| 201 | 522 | Common Lobby for Suites | | Common Lobby for Suites |
| 201A | 161 | Dr. Nancy Sylvania, Inc. | Month-to-month since 2013; ² tenant for 7 years | Dr. Nancy Sylvania, Inc. |
| 201B | 158 | Conference Room | N/A | Conference Room |
| 201C, D, & E | 752 | Nathco Services, Inc. (Medical Equipment Provider) | Month-to-month since 2007; tenant for 11 years | Nathco Services, Inc. (Medical Equipment Provider) |
| 201F | 265 | Key Search International | Month-to-month since 2004; tenant for 10 years | Key Search International |
| 201G | 253 | Leasing and Management Office | N/A | Leasing and Management Office |
| 201H | 178 | XIM Technologies, Inc. (Related to Nathco Services, Inc.) | Executed 7/13 - 1-year term (Current lease expiration is 7/31/14) | XIM Technologies, Inc. (Related to Nathco Services, Inc.) |
| 202 | 2,003 | Anthem Periodontics | 11 years (Current lease expiration is 4/30/17) | Anthem Periodontics |
| 203 | 2,415 | Upper V. Capital Inc. (Liposuction Group) | 2 years (3-year lease with 1 3-year option to extend, current lease expiration is 2/28/14) ³ | Upper V. Capital Inc. (Liposuction Group) |
| 204 | 665 | Deblanc Music | 2 years (current lease expiration is 1/31/14) ⁴ | Deblanc Music |
| 205 | 2,300 | R2H Engineering | Executed 9/13 - 5-year term (1 3-year option to extend, current lease expiration is 9/30/18) | R2H Engineering |
| 206 | 1,294 | Vacant | | Vacant ⁵ |
| % Tenancy | | 83% (incl. conference room and common areas as leased space) 81% (excl. conference rooms and common areas as leased space) | | 95% (incl. conference room and common areas as leased space) 93% (excl. conference rooms and common areas as leased space) |

I declare under penalty of perjury of the laws of the United States that these facts are true

² Tenant is currently month-to-month due to the pending Chapter 11 proceedings. The tenant will renew her lease if Debtor maintains ownership of the Medical Center.

³ Debtor and tenant are in negotiations regarding the 3-year extension of the current lease. These negotiations will be finalized prior to expiration of the current lease.

⁴ Debtor does not intend to renew this lease due to noise complaints by other tenants. Several doctors have already expressed interest in leasing Suite 204 and it is anticipated that it will be released within 60 days.

⁵ In December 2013, two medical groups expressed interest in leasing Suite 206 and discussions remain on-going with these potential tenants.

1 to the best of my knowledge and belief.

2 DATED this 3rd day of January, 2014.

3 /s/ Rick Abelson
4 Rick Abelson